BY-LAWS

OF THE

WOODS HOLE, MARTHA'S VINEYARD AND NANTUCKET STEAMSHIP AUTHORITY

PREAMBLE

The following are the By-Laws of the Members of the Woods Hole, Martha's Vineyard and Nantucket Steamship Authority as adopted on December 10, 1965 and amended on April 10, 1969, March 14, 2002, August 19, 2004, September 23, 2004, January 16, 2018, August 28, 2018, January 22, 2019 and March 15, 2022.

As used herein, the word "Authority," unless the context shall indicate another or different meaning or intent, shall mean the Woods Hole, Martha's Vineyard and Nantucket Steamship Authority created by section three of chapter 701 of the Acts of 1960, as amended (the "Enabling Act"), and by section 20 thereof made effective January 1, 1961, or if said Authority shall be abolished, the board, body or commission succeeding to the principal functions thereof, or to whom the powers given by said act to the Authority shall be given by law.

These by-laws are constituted to provide for the government of the Authority and its officers, to regulate the transaction of the business of the Authority, to promote the essential welfare of the Authority, and to carry into effect the objects of the Authority as set forth in the Enabling Act.

ARTICLE I - OFFICERS

Section 1 - Members. The membership of the Authority is determined by provisions of the Enabling Act. The Members of the Authority have charge of and supervise the management, operation and direction of all business and affairs of the Authority.

Section 2 - Officers. The officers of the Authority shall consist of a Chairman, a Vice Chairman and a Secretary, all from within the membership of the Authority, and a Treasurer, a General Manager, and such other officers as are needed and designated by the Members. The Vice-Chairman and the Secretary shall be elected at the annual meeting or at any meeting held in lieu thereof and shall serve for the calendar year next following the date fixed by these by-laws for the annual meeting and until their respective successors shall be duly elected and qualified. All other officers shall be appointed by vote of the Members for such terms and under such conditions as the Members may designate in their votes and as comply with the provisions of these by-laws.

Section 3 - Chairman. The Chairman is designated from the membership by provisions of the Enabling Act. The Chairman shall preside at all meetings of the Authority and, unless some other person is thereunto specifically authorized by vote of the Members, shall sign all leases, contracts and other instruments to be executed on behalf of the Authority. The Chairman shall perform such other duties and have such other powers as the Members may from time to time designate.

Section 4 - Vice-Chairman. The Vice-Chairman shall perform the duties and have the powers of the Chairman during the absence or disability of the Chairman. The Vice-Chairman shall perform all the duties commonly incident to the office of Vice-Chairman and shall perform such other duties and have such other powers as the Members may from time to time delegate.

Section 5 - Secretary. The Secretary shall be present at all meetings of the Authority and shall keep accurate records, in books provided for that purpose, of the proceedings had at such meetings, which books shall respectively be open at all reasonable times to the inspection of any Member. The Secretary shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law. The Secretary shall be the custodian of the records of the Authority and of the seal of the Authority and shall see that the seal of the Authority is affixed to all documents, the execution of which on behalf of the Authority under its seal is duly authorized in accordance with the provisions of these by-laws. The Secretary shall perform all the duties commonly incident to the office of Secretary of the Authority and shall perform such other duties and have such other powers as the Members may from time to time designate. In the absence of the Secretary from any meeting of the Authority, a temporary secretary may be chosen who shall record the proceedings thereof.

Section 6 - Treasurer. The Treasurer shall have the care and custody of all the money, funds, valuable papers and documents of the Authority necessary for exercising, under the supervision of the Members, all the powers and duties commonly incident to the office of Treasurer. The Treasurer shall deposit the funds of the Authority in such bank or banks, trust company or trust companies, or with such firm or firms doing a banking business as the Members may from time to time designate. The Treasurer may on behalf of the Authority endorse for deposit or collection all checks, notes and other obligations payable to the Authority or its order, and may accept drafts on behalf thereof. The Treasurer shall keep accurate books of account of all official transactions, which books shall be the property of the Authority, and, together with all other of its property in the Treasurer's possession, shall be subject at all times to the inspection and control of the Members. All receipts and vouchers for payments made to the Authority and all checks, drafts,

notes or other official obligations for the payment of money by the Authority shall be signed by the Treasurer except as the Members may otherwise specifically order. The Treasurer also shall cause the Authority's financial records to be audited annually by a certified public accountant approved by the Members and shall cause the certified public accountant to report upon such audit to the Members for their review and consideration within a reasonable time following the end of the Authority's fiscal year. The Treasurer shall have such other powers and duties as the Members may from time to time designate. The Treasurer must comply with the provisions of the Enabling Act and of the General Laws relative to bonding and prudent conduct as a requisite for entering upon and retaining said office.

Section 7 - General Manager. The General Manager shall be the chief executive officer of the Authority, and under the direction of the Members, shall have general oversight, care, and management of all its property and business in all its departments, and supervision of its officers, other than the Members, its agents and its employees in the discharge of all duties not specifically otherwise prescribed by law or by the Members. The General Manager shall devote full time to the affairs of the Authority and must furnish a suitable bond, when and if called upon to do so, the cost of which shall be paid by the Authority. The General Manager shall have and exercise such power and fulfill such duties as may be assigned to him from time to time by the Members. In the event of absence or disability of the General Manager, the powers and duties of the office shall vest in such person or persons as may be designated by the Members.

Section 8 - Clerk. The Clerk or his or her designee shall assist the Secretary in the taking of the minutes of the meetings of the Members, including all of the Members' votes, orders and proceedings, and shall keep the minutes so taken in one or more books provided for that purpose. The Clerk shall perform such other duties and have such other powers as the Members

may from time to time designate. The Clerk shall perform the clerical duties of the Secretary when designated to do so by the Members.

Section 9 – Resignation. Any Member may resign by filing a written resignation with the appointive body of his or her town, city or county, and with the Chairman of the Authority. In the case of a resignation of the Chairman, the filing of such written resignation with the Authority shall be with the Vice-Chairman. Any officer or employee may resign by filing a written resignation with the Chairman, Secretary, or General Manager and by fulfilling whatever other conditions may be binding upon his or her employment under the terms of any vote of the Members or of any contract with the Authority.

Section 10 - Removal from Office. Any officer of the Authority, not a Member of the Authority, may be removed from office, with or without cause, by a majority vote of the Members of the Authority, provided notice of such action shall have been duly given to the Members in the notice of meeting and provided such action is not contrary to any contract to which the Authority is a party. The officer involved shall be given an opportunity to be heard at such meeting. A vacancy in any office created by a removal by vote of the Members shall be filled by the Members and may be so filled at the same meeting.

Section 11 - Interpretation of Duties. In the event of any dispute between any of the officers of the Authority as to the application of these by-laws or in pursuance of their duties, such dispute shall be submitted by the General Manager to the Members for their determination.

ARTICLE II - OFFICES

The principal office of the Authority shall be in the Town of Falmouth, County of Barnstable, Commonwealth of Massachusetts. The Authority may have such other offices within the Commonwealth of Massachusetts as the Members may determine. The address of the principal office may be changed from time to time by the Members.

ARTICLE III - MEETINGS

Section 1 - Place of Meetings. All meetings of the Authority shall be held and conducted in accordance with sections eighteen through twenty-five of chapter 30A of the General Laws at the principal office of the Authority in Falmouth, Massachusetts, unless some other location within the Commonwealth of Massachusetts is definitely stated in the notice thereof.

Section 2 - Annual Meeting. The annual meeting of the Authority shall be held during the third week in the month of December in each year. In the event that such annual meeting be omitted through mistake or otherwise during the week herein provided, a subsequent meeting may be held in place thereof, and any business transacted at such meeting shall be of the same force and effect as if transacted at such annual meeting.

Section 3 - Call of Meetings. The Chairman or any two Members of the Authority may call a meeting for any time or place subject to the notice required by section twenty of chapter 30A of the General Laws.

Section 4 - Notice of Meetings. Notice stating the place, day, hour and the agenda of any meeting of Members shall be given personally to each Member either by delivery in hand of written or printed notice or by telephone, fax or electronic mail personally received not less than forty-eight (48) hours before the date of such meeting. Such notice shall be given by the Secretary

or by any officer designated by the Chairman. The Members shall be polled by telephone or otherwise to determine their availability for a meeting with the aim of obtaining full attendance at as many meetings as possible. Such notice shall be filed, posted, publicized and distributed in accordance with section twenty of chapter 30A of the General Laws.

Section 5 - Participation in Meetings by Telephone. One or more Members may participate in a meeting remotely by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting will be clearly audible to each other and will communicate clearly with each other at the same time. Remote participation in the meeting pursuant to the foregoing sentence shall constitute the presence and full participation of a person at such meeting provided that the absent members and all persons present at the meeting location are clearly audible to each other; and provided further, that a quorum of the Board, including the Chairman or, in the Chairman's absence, the member authorized to chair the meeting, are present at the meeting location in accordance with section twenty of chapter 30A of the General Laws.

Section 6 - Order of Business. The order of business at meetings shall be as follows: (1) Call to order; (2) Presentation, correction and/or approval of the minutes of previous meeting or meetings; (3) Reports of officers: General Manager and such other officers as their current work would bear on the matters under discussion; (4) Reports of Members; (5) Unfinished business; (6) New business; (7) Public comment; (8) Executive session; (9) Adjournment. This order of business may be altered or suspended at any meeting by a vote of at least two Members whose combined votes count as greater than fifty percent (50%) of the whole.

Section 7 - Executive Session. Subjects discussed in executive session shall be limited to those matters authorized by section 21 of chapter 30A of the General Laws. All votes taken in

executive sessions shall be recorded roll call votes and shall become a part of the record of said executive sessions in accordance with section 21 of chapter 30A of the General Laws. If a member participates remotely in an executive session, they shall state at the start of any such session that no other person is present and/or able to hear the discussion at the remote location, unless presence of that person is approved by a vote of at least two Members whose combined votes count as greater than fifty percent (50%) of the whole.

Section 8 - Summary. A summary of all matters voted shall be made to the Members with reasonable promptness after each meeting; provided, however, that votes taken in executive session may remain secret as long as their publication would defeat the lawful purpose of the executive session.

ARTICLE IV - QUORUM

Members whose combined votes count as greater than fifty percent (50%) of the whole shall constitute a quorum. No action shall be binding unless taken at a meeting where a quorum is present and on which the votes of at least two Members whose combined votes count as greater than fifty percent (50%) of the whole have been cast therefor.

ARTICLE V - VOTES

Members should be present at a meeting in order to vote, but may vote remotely by telephone provided the requirements of remote participation under section 20 of chapter 30A of the General Laws are met. All votes involving a Member's remote participation shall be recorded roll call votes and shall become a part of the record of said meeting. The vote on the adoption of

every resolution shall be by yeas and nays. The names of the Members voting for and against the resolution shall be entered upon the minutes of the meeting.

ARTICLE VI - SEAL

The official seal of the Authority shall consist of the embossed impression of a circular metallic disc containing the words, "Woods Hole, Martha's Vineyard and Nantucket Steamship Authority, 1961."

ARTICLE VII - AUTHORIZATION

Section 1 - Ratification. Any action taken on behalf of the Authority by a Member, officer or employee of the Authority which requires authorization by the Members shall be deemed to have been duly authorized if subsequently ratified by the Members.

Section 2 - Evidence of Authority. A certificate by the Secretary as to any action taken by the Members or any officer or representative of the Authority shall, as to all who rely thereon in good faith, be conclusive evidence of such action.

Section 3 - Indemnification. The Authority shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Member, or as an officer or employee of the Authority, against all expenses, damages and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any claim, suit, demand or judgment which arises out of any act or omission of the individual, including but not limited to the violation of the civil rights of any person under any federal law, if at the time of such act or omission the individual was acting within the scope of his or her official duties or employment; provided however, that:

(a) the defense or settlement of such claim shall have been made by counsel for the Authority, by an attorney retained for such purpose by the Authority, or by an attorney provided by an insurer obligated under the terms of a policy of insurance to defend such claims;

(b) no indemnification shall be provided for any individual with respect to any matter as to which the individual shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Authority; and

(c) no individual shall be indemnified for any expenses, damages or liabilities incurred in connection with any proceeding voluntarily initiated by the individual unless the individual is successful on the merits and the proceeding was authorized by the Members.

Such indemnification may, to the extent authorized by the Members, include payment by the Authority of expenses incurred in defending a civil or criminal action or proceeding, upon receipt of a written undertaking by the person indemnified to repay such payment if he or she shall not be entitled to indemnification under this Article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized by the Members under this section if:

(a) the payment has been approved or ratified by a majority of a quorum of the Members consisting of persons who are not at that time parties to the proceeding; or

(b) the action is taken in reliance upon the written opinion of independent legal counsel (who may be the Authority's General Counsel) appointed for the purpose by vote of the Members; or

(c) the payment has been approved by a court having jurisdiction.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an indemnified person entitled to indemnification hereunder.

The right of indemnification hereunder shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained herein shall affect any rights to indemnification to which Members, officers and employees of the Authority may be entitled by contract or otherwise under law.

No amendment or repeal of the provisions of this section which adversely affects the right of an indemnified person hereunder shall apply to any indemnified person with respect to his or her acts or omissions which occurred at any time prior to such amendment or repeal without his or her written consent.

ARTICLE VIII - AMENDMENTS

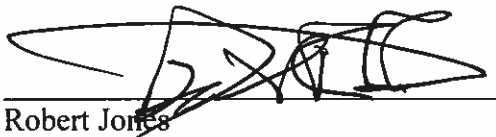
These by-laws may be altered, amended or repealed, in whole or in part, or new by-laws may be adopted at any meeting by vote of at least two Members whose combined votes count as greater than fifty percent (50%) of the whole, provided notice of the proposed alterations is given in advance of such meeting.

ARTICLE IX - WAIVER

Whenever any notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be

deemed equivalent to the giving of such notice. Whenever at least two Members whose combined votes count as greater than fifty percent (50%) of the whole so vote, any or all of the provisions of these by-laws may be waived.

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned Secretary of the Authority does hereby certify on this fifteenth (15th) day of March, 2022, that the above and foregoing by-laws were duly adopted, signed, sealed and issued by the Members of the Authority as the by-laws of the Authority, pursuant to chapter 701 of the Acts of 1960, as amended, for the regulation of the affairs and conduct of the business of the Authority, and that they do now constitute the by-laws of said Authority. The Authority's original by-laws were adopted by a unanimous vote of the Members on December 10, 1965, and were amended by a unanimous vote of the Members on April 10, 1969, again by a unanimous vote of the Members on March 14, 2002, again by a vote of the Members on August 19, 2004 (with the Barnstable and Falmouth Members abstaining), again by a unanimous vote of the Members on September 23, 2004 (with the New Bedford Member absent), again by a unanimous vote of the Members on January 16, 2018, again by a unanimous vote of the Members on August 28, 2018, again by a unanimous vote of the Members on January 22, 2019 (with the Falmouth Member's seat vacant awaiting appointment) and again by a unanimous vote of the Members on March 15, 2022



Robert Jones
Secretary of the Woods Hole, Martha's Vineyard and Nantucket Steamship Authority